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November 5, 2003

Joe Werner, Chief
Telecommunications Division
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

RE: DOCKET NO. 03-00577
Petition for Authority to Transfer Control or Ownership of NUI Telecom, Inc.
to Telecom Acquisition Company, LLC

Dear Mr. Werner:

In accordance with staff's request in the above-referenced Docket, enclosed herewith for filing with the Commission, please find an original and thirteen (13) copies of the Stock Purchase Agreement. We respectfully request CONFIDENTIAL treatment of the Agreement.

In addition, NUI Capital Corp. is a Florida corporation rather than a Delaware corporation, as it was indicated in Section 1 on page 1 of the Petition. We have enclosed an original and thirteen (13) copies of the corrected page 1. We apologize for any inconvenience this error may have caused.

Also enclosed is an exact duplicate of this letter. Please stamp the duplicate received and return same in the postage-paid envelope attached thereto.

Should you have any questions or concerns relating to this matter, please contact the undersigned.

Very truly yours,

EARLY, LENNON, CROCKER & BARTOSIEWICZ, P.L.C.

Patrick D. Crocker
Patrick D. Crocker
(Bmr)

PDC/bmr

enc

**BEFORE THE
TENNESSEE REGULATORY AUTHORITY**

Petition for Authority to Transfer Control)
or Ownership of NUI Telecom, Inc. to) Docket No.
Telecom Acquisition Company, LLC)

To the Tennessee Regulatory Authority:

PETITION FOR AUTHORITY TO TRANSFER CONTROL

NUI Telecom, Inc. (the "Company") by its attorneys, hereby respectfully requests that the Commission approve the proposed transfer of control of the Company from its current shareholder, NUI Capital Corp. ("NUI" or "Seller"), to Telecom Acquisition Company, LLC ("TAC" or "Purchaser" and together with Seller the "Petitioners,") through the sale of the Company's stock. Petitioners do not seek to transfer the Company's operating authority in connection with this transaction. The Petitioners request expedited treatment of this petition in order to permit the consummation of the transaction without undue delay.

THE PARTIES

1. NUI is a Florida corporation and the Company is a New Jersey corporation. The Company was previously certified as a reseller of local and intrastate long distance telecommunications services Tennessee. The Company is currently authorized as a reseller of intrastate interexchange telecommunication services in 49 states and has local exchange authority in 22 states.

The principal address of NUI and the Company is:

NUI Capital Corporation
550 Route 202-206
Bedminster, NJ 07921-0760
Telephone: (908) 470-4700
Facsimile: (908) 470-4707

NUI Telecom, Inc.
550 Route 202-206
Bedminster, NJ 07921-0760
Telephone: (908) 470-4700
Facsimile: (908) 470-4707